

RECORDATION NO. 16621-K FILED

SEP 25 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 25, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease Supplement No. 2 as to Group D Equipment Only, dated as of August 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 2 previously filed with the Commission under Recordation Number 16621-D.

The name and address of the party to the enclosed document are:

Owner Trustee/

Lessor:

Wells Fargo Bank Northwest, N.A. (successor
to First Security Bank of Utah, NA)
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

[Lessee:

BNSF Railway Company (f/k/a Burlington
Northern Railroad Company)
2500 Lou Menk Drive
Fort Worth, TX 76131]

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A description of the railroad equipment covered by the enclosed document is:

73 BNSF Auto-racks 20210 through 20282 (including 5 casualties).

A short summary of the document to appear in the index is:

Notice of Termination of Lease Supplement No. 2 as to Group D Equipment Only.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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NOTICE OF TERMINATION OF LEASE SUPPLEMENT NO. 2
AS TO GROUP D EQUIPMENT ONLY

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION), not personally but in its capacity as Owner Trustee and Lessor, publishes this notice that Lease Supplement No. 2, dated as of December 31, 1989, (the "Lease Supplement No. 2") between the Lessor and BNSF Railway Company (f/k/a Burlington Northern Railroad Company), as Lessee, with respect only to the sixty-eight (68) Bi-Level Auto Racks denominated as "Group D Equipment" and identified on Exhibit A hereto (collectively the "Group D Equipment") has expired in accordance with the terms of Lease Supplement No. 2 and has been terminated.

The Lessor hereby acknowledges (a) that Lessee and/or its designee has purchased the Group D Equipment still subject to Lease Supplement No. 2, (b) that all obligations of the Lessee under Lease Supplement No. 2 with respect to the Group D Equipment have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under Lease Supplement No. 2 with respect to the Group D Equipment except those terms of Lease Supplement No. 2 and the documents related thereto that by their express terms survive termination and (c) with respect to the Group D Equipment the release of all liens and security interests, if any, created by the below referenced filings with the Interstate Commerce Commission and/or United States Surface Transportation Board.

Lease Supplement No 2 was duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on the date and under the Recordation Number as follows, covering the Group D Equipment identified on Exhibit A attached hereto.

i) Lease Supplement No. 2 to Equipment Lease Agreement between Lessor and Lessee dated as of December 31, 1989, filed with the ICC on December 29, 1989 under Rec. No. 16621-D.

Lease Supplement No 2 was subsequently assigned by Lessor to BNY MELLON TRUST COMPANY (successor in interest to Mercantile-Safe Deposit and Trust Company, a Maryland Trust Company) pursuant to Security Agreement and Trust Indenture Supplement No. 2, dated as of December 31, 1989, duly filed on the date and under the Recordation Number as follows:

i) Supplement No 2 to Security Agreement and Trust Indenture between Owner Trustee and Indenture Trustee, dated as of December 31, 1989, filed with the ICC on December 29, 1989 under Rec No. 16621-E

The Lessor does hereby authorize the filing and recording of this Notice with the United States Surface Transportation Board in order to give effect to the foregoing

IN WITNESS WHEREOF, WELLS FARGO BANK (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor has

caused this instrument to be executed by its officer thereunto duly authorized this 18th day of August, 2009.

WELLS FARGO BANK (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor

By Michael A. Arsenault

Title Asst. Vice President

STATE OF Utah)
COUNTY OF Salt Lake) SS:

On this, the 18th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK (successor in interest through mesne assignments to FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not personally but in its capacity as Owner Trustee and/or Lessor, that said instrument was signed on August __, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sara Sluder
Notary Public
Commission Expires:

My

Expires:

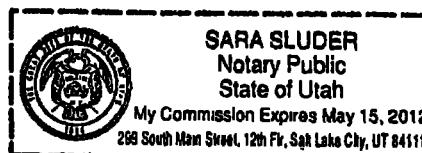


EXHIBIT A NOTICE OF TERMINATION OF LEASE

	<u>NEW RACK ID</u>	<u>RACK ID</u>
1		20210
2		20211
3		20212
4		20213
5	Destroy	20214
6		20215
7		20216
8		20217
9		20218
10		20219
11		20220
12		20221
13		20222
14		20223
15	23187	20224
16		20225
17	23141	20226
18		20227
19		20228
20		20229
21	23127	20230
22		20231
23		20232
24		20233
25		20234
26	Destroy	20235
27		20236
28		20237
29		20238
30	23106	20239
31		20240
32	23193	20241
33	23108	20242
34		20243
35	23156	20244
36		20245
37		20246
38		20247
39		20248
40		20249
41	23153	20250

42		20251
43		20252
44		20253
45		20254
46		20255
47		20256
48	23192	20257
49		20258
50		20259
51		20260
52		20261
53		20262
54	Destroy	20263
55		20264
56	23216	20265
57		20266
58		20267
59	23115	20268
60		20269
61		20270
62	23307	20271
63		20272
64	Destroy	20273
65		20274
66		20275
67	23252	20276
68		20277
69		20278
70		20279
71	Destroy	20280
72		20281
73		20282

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/25/09



Robert W Alvord